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13  
14 **UNITED STATES DISTRICT COURT**

15 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**

16 IN RE HIGH-TECH EMPLOYEE  
17 ANTITRUST LITIGATION

Case No.: C 11-CV-2509-LHK

18 THIS DOCUMENT RELATES TO:  
19 ALL ACTIONS

**DECLARATION OF JAMES M.  
KENNEDY SUBMITTED IN  
SUPPORT OF DEFENDANTS'  
JOINT ADMINISTRATIVE  
MOTION TO FILE UNDER SEAL  
FILED FEBRUARY 27, 2014**

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24 **DECLARATION OF JAMES M. KENNEDY**

25 I, James M. Kennedy, declare as follows:

26 1. I am the Senior Vice President, Business Strategy and Chief Legal Counsel for  
27 Pixar, and I am an attorney licensed to practice law in the State of California. The matters set  
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1 forth herein are true and correct of my own personal knowledge and information provided to  
2 me. If called as a witness, I could and would testify competently thereto.

3 2. I submit this declaration pursuant to Civil Local Rule 79-5 and this Court's  
4 Standing Order with respect to documents that Defendants request be maintained under seal.  
5 See Defendants' Joint Administrative Motion to File Under Seal filed on February 27, 2014.  
6 Pixar requests that certain materials designated as confidential by Pixar and lodged under seal  
7 be sealed pursuant to Civil Local Rule 79-5. In particular, Pixar requests that the Court  
8 maintain under seal portions of the Expert Report of Dr. Kevin M. Murphy ("Murphy Report"),  
9 filed as Exhibit A attached to the Declaration of Christina Brown in support of Defendants'  
10 Motion to Exclude the Expert Testimony of Edward E. Leamer, Ph.D. In April 2013, Pixar  
11 moved to keep this information under seal, and this Court granted Pixar's request on September  
12 30, 2013. See Docket No. 509.

13 3. A public version of this report was filed on February 27, 2014. In the public  
14 version, the parties redacted those portions that refer to the contents of Pixar's confidential  
15 information.

16 4. I have reviewed the Murphy Report and Defendants' Administrative Motion.  
17 Compelling reasons exist to file under seal the following exhibits and appendices, which contain  
18 competitively sensitive and proprietary information about Pixar's hiring and compensation  
19 practices. Pixar's proposed redactions to these documents are being lodged with the Court.


20 Murphy Report

21 With respect to information regarding Pixar, compelling reasons exist to seal  
22 Exhibits 2A (the column showing the number of Pixar employees by year), 2B (the column  
23 showing the number of Pixar employees by year), 5 (the column showing the number of Pixar  
24 Software Engineers by year), 8A (the column showing the composition of total Pixar  
25 compensation), 8B (the column showing the composition of total Pixar compensation), 10 (the  
26 chart reflecting Pixar data) and 19 (the column showing Pixar's Average Change in Total  
27 Compensation), and Appendices 3A-4D (the columns related to Pixar), 5E, and 6E of the  
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Murphy Report (Dkt. No. 230). The Exhibits and Appendices reflect highly confidential and competitively sensitive data regarding Pixar's hiring and compensation practices and strategies. Disclosure would create a substantial risk of serious competitive harm to Pixar because its competitors would gain detailed insight into Pixar's competitive and proprietary hiring and compensation strategies and cost structure. Pixar would therefore be prejudiced if the information were made available to the general public.

5. I declare under penalty of perjury under the laws of the State of California and the United States that the foregoing is true and correct.

Executed on February 27, 2014, in Emeryville, CA.

  
James M. Kennedy